

# TVS Holdings Limited

(Formerly known as Sundaram - Clayton Limited)

Regd. Office: No. 12, "Chaitanya", Khader Nawaz Khan Road, Nungambakkam, Chennai - 600006.

Website: [www.tvsholdings.com](http://www.tvsholdings.com) e-mail: [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com) Tel: 044-2833 2115

CIN: L64200TN1962PLC004792

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## POSTAL BALLOT NOTICE

### (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**the Act 2013**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), the General Circular Nos. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular Nos. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19<sup>th</sup> September 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**") and other applicable provisions, if any, for the time being in force and as amended from time to time and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), for obtaining approval of the members, by way of special resolutions, only through remote electronic voting ("**remote e-voting**") process for the businesses as set out in this Postal Ballot Notice ("**Notice**").

The draft of the resolutions to be passed together with the Explanatory Statement of material facts explaining the reasons thereof pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered email IDs and annexed to the Notice for your consideration.

The Company is pleased to provide the facility for voting through "electronic means" to enable members to cast their votes for e-Voting by selecting appropriate options, in accordance with the provisions of the Act 2013 and Regulation 44 of the Listing Regulations, 2015.

The Company, for this purpose, has engaged National Securities Depository Limited ("**NSDL**"), an agency authorized by the Ministry of Corporate Affairs ("**MCA**"), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions through the remote e-Voting system. The detailed procedures for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 1<sup>st</sup> November 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in TVS Holdings Limited - Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations, 2015 and Section 124 of the Act 2013 respectively.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("**the Board**") has appointed M/s B Chandra & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer, at its meeting held on Wednesday, 23<sup>rd</sup> October 2024, for conducting the Postal Ballot Process through "electronic means" in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting through "electronic means", viz., by casting their votes electronically from Wednesday, 6<sup>th</sup> November 2024 [9.00 A.M (IST)] to Thursday, 5<sup>th</sup> December 2024 [5.00 P.M (IST)] by following the procedures as explained in the Notes hereinbelow.

The Scrutinizer will submit their report on the results of voting through “electronic means” to the Chairman or any one of the Directors of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by the Chairman or any one of the Directors of the Company, as authorized, at its registered office on or before Friday, 6<sup>th</sup> December 2024. The results will also be intimated to the Stock Exchanges where the shares of the Company are listed and also uploaded on the website of the Company i.e. [www.tvsholdings.com](http://www.tvsholdings.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of voting, i.e., Thursday, 5<sup>th</sup> December 2024, will be taken as the date of passing of the said resolutions by the members of the Company, subject to the votes cast in favour of the special resolutions being not less than three times the votes cast against the resolution, if any.

Members requiring any clarification may contact Mr R Raja Prakash, Company Secretary at the registered office of the Company or through e-mail viz., [corpsec@tvsholdings.com](mailto:corpsec@tvsholdings.com).

All documents, referred to in this Notice and in the Explanatory Statement of material facts referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company during office hours on all working days between 10.00 A.M. (IST) and 12.00 Noon (IST) up to Thursday, 5<sup>th</sup> December 2024 .

The Postal Ballot Notice has also been placed on the Company’s website viz, [www.tvsholdings.com](http://www.tvsholdings.com) for use by the Members.

## **SPECIAL BUSINESSES**

### **Item No. 1**

#### **To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and all other applicable provisions if any, of the Act , and the relevant regulations/directions as may be prescribed by Reserve Bank of India (“RBI”) from time to time, Foreign Exchange and Management Act, 1999 and the relevant circulars/directions/regulations issued thereunder from time to time and any other applicable laws and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise/delegate its powers including the powers conferred by this Resolution) for borrowing money on behalf of the Company, from time to time, at its discretion, any sum or sums of monies, on such terms and conditions as the Board may deem fit for the purpose of business, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable,

in any manner, whether secured or unsecured, in any currency, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from any Bank(s), Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies, Partnerships, Hindu Undivided Families, Association of Persons, Individuals and any other lender(s), ['Lending Entities'], whether or not the moneys so borrowed together with the moneys already borrowed by the Company and remaining outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the company and its free reserves that is to say, reserves that are not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed Rs. 5,000 Cr (Rupees Five Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company as prescribed under Section 180(1)(c) of the Act, 2013 (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the terms and conditions of all such moneys to be borrowed, from time to time, and determine and to do all such other acts, deeds and things, as it may be deemed necessary, proper or desirable to give effect to this Resolution".

## **Item No. 2**

### **To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company**

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and all other applicable provisions, if any, of the Act and the relevant regulations/directions as may be prescribed by Reserve Bank of India ("RBI") from time to time, and such other applicable laws, and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the members be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create security by way of mortgage and/or charge and/ or hypothecation and/or other encumbrances, on the immovable and movable properties of the Company, if any (in addition to the existing mortgage, charge, hypothecations created by the Company), wheresoever situated, present and future and/or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Bank(s), Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures/bonds/ other instruments, Body Corporate(s), Agent(s), Partnerships, Hindu Undivided Families, Association of Persons, Individuals and any other lender(s) **['Lending Entities']**, for securing against the borrowings upto Rs. 5,000 Crores (Rupees Five Thousand Crores Only), lent and advanced/agreed to be lent and advanced by such Lending Entities to the Company, subject to the limits approved under Section 180 (1)(c) of the Companies Act, 2013, together with interest thereon at the respective

agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings, or limits as prescribed under Section 180 (1)(a) of the Companies Act, 2013 (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with Lending Entities, such documents as may be required for creating aforesaid Mortgage and/or Charge, or any other Encumbrances and to execute the Documents, Letters, Papers, Undertakings and such other Agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary, expedient including power to subdelegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the same."

By order of the Board  
For TVS Holdings Limited

Place: Bengaluru  
Date: 23<sup>rd</sup> October 2024

R Raja Prakash  
Company Secretary

**NOTES:**

- (1) A statement of material facts pursuant to the provisions of Section 102 of the Act 2013 setting out the material facts relating to the business to be transacted is annexed hereto.
- (2) The Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 1<sup>st</sup> November 2024 (cut-off date).
- (3) The Notice is being sent to the members to the e-mail addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Pursuant to the MCA circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. For members whose e-mail addresses are not registered, the following procedure may be followed for registration of their e-mail addresses:

**Registration of e-mail ID:**

Members who have not yet registered their e-mail ID may register the same as under:

- a) Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at [einward@integratedindia.in](mailto:einward@integratedindia.in) (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar copy, Form ISR-1 and other relevant forms and documents at below address:

Integrated Registry Management Services Private Limited, Unit: TVS Holdings Limited,  
2<sup>nd</sup> Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar, Chennai-  
600 017

The format of Form ISR-1 is available on the website of the Company at <https://www.tvsholdings.com/Information.htm>

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
  - c) In case of queries, Members are requested to write to [einward@integratedindia.in](mailto:einward@integratedindia.in) or call 044 2814 0801-03.
- (4) Member(s) whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. Friday, 1<sup>st</sup> November 2024 will be considered for e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- (5) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (6) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (8) The Board of Directors have appointed M/s B Chandra & Associates, Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot through electronic means, in a fair and transparent manner.
- (9) The Scrutinizers will submit their report to the Chairman or any one of the directors as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website [www.tvsholdings.com](http://www.tvsholdings.com) and communicated to the Stock Exchanges in which the Company's Shares are listed and uploaded on the website of NSDL.
- (10) The resolutions, if approved with the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, 5<sup>th</sup> December 2024.
- (11) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following telephone no. 022-48867000/ 24997000
- (12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in dema mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>



Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>



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Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider

Type of shareholders	Login Method
	i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is :</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bchandraandassociates@gmail.com](mailto:bchandraandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](http://evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolution set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to [einward@integratedindia.in](mailto:einward@integratedindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to [einward@integratedindia.in](mailto:einward@integratedindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e- Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder / members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board  
For TVS Holdings Limited

Place: Bengaluru  
Date: 23<sup>rd</sup> October 2024

R Raja Prakash  
Company Secretary

**Annexure to the Notice of Postal Ballot dated 23<sup>rd</sup> October 2024**

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying notice dated 23<sup>rd</sup> October 2024 and shall be taken as forming part of the Notice.

**Item No. 1**

The Company is registered as a Core Investment Company ("CIC") with the Reserve Bank of India ("RBI") effective 14<sup>th</sup> March 2024 to carry on the business of Non-Banking Financial Institution without accepting public deposits subject to the conditions as applicable from time to time.

As per Section 180(1)(c) of the Companies Act, 2013 ('the Act'), the Company can borrow money together with the money already borrowed by the Company, exceeding aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in ordinary course of business only with the consent of the Members of the Company by a Special Resolution.

The Company's current limit of borrowing as per the provisions of Section 180 (1) (c) of the Act is Rs. 1362 Cr and the current outstanding debt of the Company is Rs. 650 Cr.

It is further to be noted that the Company has already agreed to acquire a majority stake in Home Credit India Finance P Ltd (HCIFL) post regulatory approvals for which the available borrowing limits would be utilised.

Considering that the core business objectives of the Company necessitate ongoing capital infusion for sustained growth, diversification and value creation, the Board of Directors at their meeting held on 23<sup>rd</sup> October 2024 deliberated and approved the proposal to seek the approval of the shareholders for an enhanced limit of borrowing upto Rs. 5,000 Cr or the limits calculated as per the provisions of Section 180 (1)(c) of the Act, as amended from time to time, whichever is higher.

This augmented capacity will empower the Company to meet its borrowing requirements effectively, not only in the immediate future but also as it navigates subsequent investments, expansion and other value maximisation endeavours.

The Board would be exercising necessary caution so as to maintain a healthy debt level which would allow the Company to capitalize on growth opportunities while safeguarding its financial health.

The Company would also ensure compliance of the capital adequacy norms and other requirements as may be prescribed by the Reserve Bank of India from time to time.

Members may further note that the Company has not defaulted on any debt obligations nor have undergone debt restructuring or is a sick company.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in Item No. 1 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 1 of this Notice for approval of the members.

## **Item No. 2**

As per Section 180(1)(a) of the Companies Act, 2013 ('the Act'), the Company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the members of the Company by a Special Resolution.

Since the mortgaging by the Company of its immovable and or movable properties as aforesaid may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a Special Resolution for creation of the said mortgage and/or charge and/or hypothecation and/or other encumbrances of the Company's assets.

The Company proposes to enhance its overall borrowing limit under Section 180 (1)(c) of the Act to Rs. 5,000 Crores (Rupees Five Thousand Crores only) consequent to which, the limit for the creation of the said mortgage and/or charge and/or hypothecation and/or other encumbrances of the Company's assets is proposed to be revised to the same level of Rs. 5,000 Crores (Rupees Five Thousand Crores only) or the limits calculated as per the provisions of Section 180 (1) (a) of the Act, as amended from time to time.

As explained in the Item No. 1, the new limit will empower the Company to meet its borrowing requirements effectively, not only in the immediate future but also as it navigates subsequent investments, expansion and other value maximisation endeavours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in Item No. 2 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the members.

By order of the Board  
For TVS Holdings Limited

Place: Bengaluru  
Date: 23<sup>rd</sup> October 2024

R Raja Prakash  
Company Secretary